

**ARTICLES OF INCORPORATION  
YORK COUNTY HISTORICAL MUSEUM CORPORATION**

**(A nonstock corporation)**

**I. Name**

The name of the corporation is the "York County Historical Museum Corporation."

**II. Purposes and Powers**

The corporation is organized and at all times shall be operated exclusively for educational, civic and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In so doing, the corporation shall foster the purposes of historical research, education, and the preservation of historic artifacts, and aid, strengthen and extend in every proper and useful manner the work, services and objectives in the preservation of the history of York County and the Town of York, Virginia. In furtherance of its purposes, the corporation may solicit, receive, hold and at the exclusive discretion of its Board of Directors invest and administer gifts, grants, contributions and donations without regard to any legal or statutory restrictions otherwise applicable to fiduciaries (whether pertaining to investments or to other matters, excepting only those limitations specified herein or in Section 13.1-826 of the Virginia Code (1950), as amended), and make expenditures to or for the benefit of any historic museum it may establish or which may be established by the Board of Supervisors York County, subject only to such limitations, conditions and restrictions as may be placed upon any such gifts, grants, contributions or donations by the donors thereof.

The corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law) other than its foundation managers (as so defined). No part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any Director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes and objectives. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In connection with the carrying out of any and all of its purposes, the corporation shall be possessed of, and may from time to time exercise, any and all powers conferred upon nonstock corporations by Section 13.1-826 of the Virginia Code (1950), as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision(s) of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **III. Members**

The corporation shall have no members.

### **IV. Board of Directors**

(A) The corporation shall have a Board of Directors. The number of Directors of the corporation and their qualifications shall be fixed in the bylaws. The initial directors are named in subarticle B, below. At the first annual meeting of the Board of Directors, the number of Directors shall be divided into three groups with each group being as nearly equal in number as possible. The terms of the Directors in the first group shall expire at the first annual meeting of the Board of Directors after their election. The terms of the Directors in the second group shall expire at the second annual meeting of the Board of Directors after their election, and the terms of Directors in the third group shall expire at the third annual meeting of the Board of Directors after their election. At each annual meeting of the Board of Directors held after the first annual meeting, one group of Directors shall be elected for a term of three years to succeed those whose terms expire. If at any time there are no directors serving, a Judge of the Circuit Court of York County, Virginia shall appoint three (3) Directors who shall then fill all remaining vacancies. No individual shall be named or elected as a Director without his or her prior consent.

(B) Board of Directors. The Directors constituting the initial Board of Directors are as follows:

Name and Address

Bonnie Karwac  
106A Burcher Road  
Grafton, Virginia 23692

Delma Bristow  
306 Rob's Road  
Yorktown, Virginia 23692

Lillian Smith  
811 Railway Road  
Yorktown, Virginia 23692

(C) Rights and Powers of Board of Directors. The conduct and management of the affairs of the corporation shall be and at all times shall remain in the Board of Directors. Each Director shall be entitled to one vote on any and every matter; provided, however, that no Director shall be entitled to vote upon any matter in which he or she may have a direct or indirect personal interest, or conflict of interest as defined by Section 13.1-871 of the Code of Virginia (1950), as amended. The Board of Directors shall have full power and authority to make, and from time to time alter, the bylaws regulating the management and conduct of the affairs of the corporation and the number and terms of Directors; provided, however, that the number of Directors shall not be less than three, and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Directors shall serve as such without compensation, but may be reimbursed for their reasonable expenses incurred in the performance of their official duties.

(D) Liability. Members of the Board of Directors or its committees shall not be personally liable for any act or failure to act by its investment advisers, custodians or agents, or for any action taken or omitted by the Board of Directors in reliance upon the advice of such persons.

(E) Indemnification.

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the corporation to procure a judgment in its favor) by reason or the fact that he or she is or was a Director or officer of the corporation,

or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in the manner he or she reasonably believed to be in or not opposed to the best interest of the corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in the manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

2. Notwithstanding the provision of subsection 1 of this Article IV, no indemnification shall be made in violation of any provision of the Internal Revenue Code or of the Virginia Nonstock Corporation Act or in an action or suit by or in the right of the corporation to procure a judgment in its favor in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification.

3. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 2 of this Article IV, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Any indemnification under subsections 1 and 2 of this Article IV (unless ordered by court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of any such person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections 1 and 2. Such determination shall be made either (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

5. Expenses incurred in defending any action, suit or proceeding, whether civil, administrative or investigative, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding authorized in the

manner provided in subsection 4 of this Article IV, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article IV.

6. For purposes of this Article IV, every reference to Director or officer shall include former Directors or officers, and their respective heirs, executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, with respect to claims, issues or matters in relation to which the corporation would not have the power to indemnify such Director or officer under the provisions of this Article IV.

## **V. Registered Office and Registered Agent**

1. The address of the initial registered office of the corporation is:

224 Ballard Street, Post Office Box 532, Yorktown, York County,  
Virginia 23690

2. The registered agent of the corporation shall be James E. Barnett, a Virginia resident, who is a member of the Virginia State Bar, and whose address is the same as that of the registered office of the corporation.

## **VI. Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for historical display, research, preservation, or a similar public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IN WITNESS WHEREOF**, we, the members of the Initial Board of Directors of the corporation, have set our hands this \_\_\_\_ day of \_\_\_\_\_, 2001, as Incorporators.

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Bonnie Karwac

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Delma Bristow

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Lillian Smith